



January 5, 2024

To All

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(Update of Previous Disclosure) Notice of Acquisition of Shares through Subscription to Third-Party Allotment of New Shares and Change of Consolidated Subsidiary

Oisix ra daichi Inc. ("the Company") today subscribed for shares of the common stock to be issued through a third-party allotment ("Third-Party Allotment") by SHIDA Holdings Corporation ("SHIDA HD") and acquired those shares as part of the tender offer ("Tender Offer") and a series of subsequent transactions to take SHiDAX CORPORATION ("SHiDAX") private.

The Tender Offer for the common shares of SHiDAX conducted by SHIDA HD as part of a transaction that constitutes a management buyout (MBO) (Note) has been consummated and settlement has been finalized.

The Company disclosed the details in the "Notice Concerning the Conclusion of a Tendering Agreement for the Tender Offer for Shares of SHiDAX CORPORATION (Securities Code: 4837) and the Prospect of Making SHiDAX a Consolidated Subsidiary through the Acceptance of a Third-Party Allotment of New Shares" disclosed on November 10, 2023.

Upon completion of the settlement of the Tender Offer, SHiDAX has become a subsidiary of SHIDA HD and through the subscription of common stock of SHIDA HD by the Third-Party Allotment, SHIDA HD as well as SHiDAX became subsidiaries of the Company.

The wholly owned subsidiaries of SHiDAX including SHiDAX Contract Food Service Co., Ltd., SHiDAX Food Service Co., Ltd., SLOGICS Co., Ltd., Daishinto Co., Ltd., SHiDAX Daishinto Human Services Co., Ltd. and SHiDAX USA Corporation, also became subsidiaries of the Company.

(Note) "Management Buyout (MBO)" generally refers to a transaction in which the management of the target company invests all or a portion of the acquisition proceeds to acquire the shares of the target company subject to the continuation of the acquired company's business.

Notation

1. Reason and Method of Changes in Subsidiaries

On December 25, 2023, the Tender Offer was consummated, and subsequently, following the completion of the settlement of the Tender Offer, SHiDAX became a subsidiary of SHIDA HD.

Therefore, as part of the transaction, the Company today acquired 6,364,331 shares of SHIDA HD common stock through payment for the Third-Party Allotment. (66.0% of the total number of shares issued and outstanding after the capital increase (rounded to two decimal places; the same applies below)).

As a result of SHIDA HD becoming a subsidiary of the Company as of today, SHiDAX, a subsidiary of SHIDA HD, became a subsidiary (sub-subsidiary) of the Company.

The underwriting of the capital increase through the Third-Party Allotment is based on a transaction agreement dated November 10, 2023 between the Company and SHIDA HD and Mr. Tsutomu Shida and Mr. Kinichi Shida. The Company holds 66.0% of the voting rights of SHIDA HD. After the completion of the transaction, SHiDAX will be taken private.

As a result of SHiDAX becoming a subsidiary of the Company, the wholly owned subsidiaries of SHiDAX including SHiDAX Contract Food Service Co., Ltd., SHiDAX Food Service Co., Ltd., SLOGICS Co., Ltd., Daishinto Co., Ltd., SHiDAX Daishinto Human Services Co., Ltd. and SHiDAX USA Corporation, also became subsidiaries of the Company.

2. Outline of the Subsidiary to be Transferred

The Company disclosed the details in the “Notice Concerning the Conclusion of a Tendering Agreement for the Tender Offer for Shares of SHiDAX CORPORATION (Securities Code: 4837) and the Prospect of Making SHiDAX a Consolidated Subsidiary through the Acceptance of a Third-Party Allotment of New Shares” disclosed on November 10, 2023.

3. Number of Shares Acquired, Acquisition Price and Status of Shares Held Before and After Acquisition

(1) No. of Shares Held Before The Change	0 shares (Percentage of voting rights held: 0%)
(2) No. of Shares Acquired	6,364,331 shares (No. of voting rights: 6,364,331) (Ratio to the total number of outstanding shares after the capital increase: 66.0%)
(3) Acquisition Cost	¥14,192 million
(4) No. of Shares Held After The Change	6,364,331 shares (Percentage of voting rights held: 66.0%)

(NOTE) As a result of the completion of the Tender Offer and settlement, as part of the transaction, the Company subscribed for shares of its common stock to be issued through the Third-Party Allotment to be conducted by SHIDA

HD with SHiDAX as a subsidiary. (1) through (4) above refer to SHIDA HD.

As a result of the Tender Offer was consummated and the Third-Party Allotment was completed, the Company, through SHIDA HD, indirectly owns shares of SHiDAX, SHiDAX Contract Food Service Co., Ltd., SHiDAX Food Service Co., Ltd., SLOGICS Co., Ltd., Daishinto Co., Ltd., SHiDAX Daishinto Human Services Co., Ltd. and SHiDAX USA Corporation.

The number of shares of SHiDAX to be held by SHIDA HD after the completion of the Tender Offer was 44,617,157 shares (percentage of voting rights: 81.43%). However, the transaction is intended to take SHiDAX private, and upon completion of the transaction, SHIDA HD will ultimately own all shares of SHiDAX.

4. Outlook

The impact of the change in subsidiaries as a result of the Third-Party Allotment on our consolidated financial results for the fiscal year ending March 31, 2024 is currently under scrutiny, and will be announced as soon as the outlook becomes clear.

(End)